

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
: Chapter 11
SEARS HOLDINGS CORPORATION, *et al.*, :
: Case No. 18-23538 (RDD)
: (Jointly Administered)
Debtors.¹ :
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**AFFIDAVIT OF CAROLYN H. ROSENBERG AND THIRD SUPPLEMENTAL
DISCLOSURE STATEMENT ON BEHALF OF REED SMITH LLP**

STATE OF ILLINOIS)
) s.s.:
COUNTY OF COOK)

Carolyn H. Rosenberg, being duly sworn, upon her oath, deposes and says as follows:

1. I am a Partner of Reed Smith LLP, located at 10 S. Wacker Drive, Chicago, Illinois 60606 (the “**Firm**”).

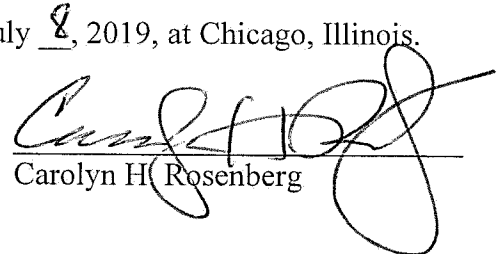
¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. This is to supplement the Affidavit and Disclosure Statement dated as of December 10, 2018, the Supplemental Affidavit and Disclosure Statement dated as of January 28, 2019, and the Second Supplemental Affidavit and Disclosure Statement dated as of February 21, 2019, each of which was previously submitted by James R. Davis on behalf of the Firm in these proceedings.

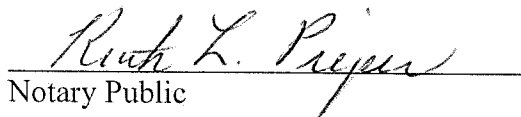
3. The Firm is representing Northern Indiana Public Service Corporation in connection with the filing of a proof of claim in the bankruptcy proceedings of Sears Holdings Corporation and its affiliates ("Sears"), and the Firm has received a conflict waiver from Sears in connection with this representation.

4. The Firm's representation of Northern Indiana Public Service Corporation is unrelated to the insurance recovery services that the Firm is providing to Sears.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Third Supplemental Disclosure Statement was executed on July 8, 2019, at Chicago, Illinois.


Carolyn H. Rosenberg

SWORN TO AND SUBSCRIBED before
me this 8th day of July, 2019.


Notary Public

